ARDIZZONE RAMON D

Form 4

January 12, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** ARDIZZONE RAMON D			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
<i>a</i>	(T')	05111			SS, INC. [EDCI]	(Chec	k all applicable	e)	
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction				
			(Month/D	ay/Year)		_X_ Director			
11411 OVERLOOK DRIVE			01/08/20	010		Officer (give below)	titleOth below)	er (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Year))	Applicable Line) _X_ Form filed by 0	One Reporting Pe	erson	
FISHERS, I	N 46037					Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of	2. Transaction	Date 2A. Dec	emed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature	
Security	(Month/Day/Y	ear) Executi	on Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ecution Date, if Transacti Code			*	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	01/08/2010		M	3,000	A	\$ 5.97	13,550	D	
Common Stock	01/11/2010		M	6,524	A	\$ 0	20,074	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	` ,		7. Title and Amo Underlying Secu (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Non-qualified stock options	\$ 5.97	01/08/2010		M	3,000	09/29/2009(1)	09/29/2019	Common Stock	3
Restricted Stock Units	\$ 0	01/11/2010		M	6,524	(2)	<u>(2)</u>	Common	6

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
ARDIZZONE RAMON D 11411 OVERLOOK DRIVE FISHERS, IN 46037	X						

Signatures

Ashley Burris for Ramon
Ardizzone
01/12/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) All unvested options became vested and exercisable as of January 8, 2010, the day immediately following shareholder ratification of EDCI Holdings, Inc.'s Plan of Dissolution.
- The vesting schedule for restricted stock units was accelerated and all unvested restricted stock units were awarded as of January 8, 2010, the day immediately following shareholder ratification of EDCI Holdings, Inc.'s Plan of Dissolution.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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